

EXHIBIT 10

ATTORNEYS' EYES ONLY

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION
4

5 WAYMO LLC

6 Plaintiff,

7 Case No.

8 UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA

9 OTTOMOTTO, LLC; OTTO

10 TRUCKING LLC,

11 Defendants.

12 -----

13 * * ATTORNEYS' EYES ONLY * *

14 VIDEOTAPED DEPOSITION OF TRAVIS KALANICK

15 San Francisco, California

16 Thursday, July 27, 2017

17 Volume I

18 REPORTED BY:

19 REBECCA L. ROMANO, RPR, CSR No. 12546

20 JOB NO. 2665725

21 PAGES 1 - 329

ATTORNEYS' EYES ONLY

1 We wanted to give the employees the 08:25:27
2 confidence that we had that the technology was
3 built from the ground up.

4 Q. Was the meeting called in connection with
5 the filing of the lawsuit? 08:25:36

6 A. Yes.

7 Q. Okay. And who spoke on that subject?

8 A. So I spoke for part of it. Anthony spoke
9 for part of it. A large portion of the speaking
10 time was taken by James Haslam, who was the head of 08:26:00
11 the laser effort at ATG.

12 Angela spoke. And, I mean, other people
13 may have, but I don't remember.

14 Q. Did you have a discussion with
15 Mr. Levandowski before the meeting started to 08:26:25
16 discuss what he was going to speak about and what
17 you were going to speak about?

18 A. I don't recall specific discussion, but I
19 may have.

20 Q. Would you expect that you would have? 08:26:37

21 A. I -- I certainly would have liked to.

22 Q. Do you have any reason to believe you did
23 not?

24 A. I just don't remember specific
25 discussion. Doesn't mean I didn't have it, I 08:26:51

ATTORNEYS' EYES ONLY

1 just -- I don't remember.

08:26:54

2 You know, the -- I had my -- my meetings.

3 My days are just scheduled sort of -- they're very

4 full. They start early in the morning and they go

5 sometimes till 11:00 p.m. or midnight. And

08:27:04

6 sometimes it could be, you know, just I talked to

7 somebody in the minutes between meetings.

8 Sometimes the meetings just keep rolling.

9 Sometimes they go long.

10 Q. But you -- you saw him and you interacted

08:27:16

11 with him at this all-hands meeting, correct?

12 A. Correct. Yes.

13 Q. Did you ask him, What's the deal with

14 these allegations about downloading documents?

15 A. I don't remember specifically saying

08:27:27

16 that, but that feels, of course, like something

17 that I would want to know.

18 Q. What did you -- what do you remember

19 saying?

20 A. I -- I don't remember that -- like that

08:27:34

21 kind of interaction specifically. But he certainly

22 explained himself during that -- during that

23 meeting.

24 Q. Wouldn't you expect that you would ask

25 him that question personally?

08:27:51

ATTORNEYS' EYES ONLY

1 meeting? 08:31:28

2 A. Cameron. I am trying to think who else.

3 Nina. Anthony was there. I was there.

4 There may have been others. I don't -- I
5 don't remember. 08:31:47

6 Q. This was an in-person meeting?

7 A. Yeah.

8 Q. Where was it?

9 A. It was at Uber HQ, 1455 Market Street.

10 Q. Why would Mr. Levandowski tell you at
11 this meeting that he had had five discs of Google
12 files? 08:32:03

13 MS. DUNN: Objection to form.

14 THE DEPONENT: I don't know why he told
15 us. But it's important when you do a deal that
16 people sort of disclose if there's any -- any
17 things that need to be discussed before a deal is
18 consummated. 08:32:15

19 Q. (By Mr. Verhoeven) Were there some
20 circumstances that made it appropriate at this
21 meeting for him to disclose that, that you're aware
22 of? 08:32:30

23 A. I don't remember. I don't remember
24 anything specific.

25 Q. What was the purpose of the meeting? 08:32:38

ATTORNEYS' EYES ONLY

1 A. You know, I think as we get closer to 08:32:45
2 deals, we have to have discussions about, Okay,
3 what are the things we need to do to get a deal
4 done?

5 I don't -- I don't know the specific 08:32:53
6 purpose though.

7 Q. You don't remember?

8 A. No.

9 Q. Going back to the all-hands meeting --

10 A. Yeah. 08:33:05

11 Q. -- you don't remember having a discussion
12 with Mr. Levandowski after he made his
13 presentation?

14 A. I mean, I've had many discussions with
15 Levandowski like over the years. 08:33:19

16 Q. I meant -- I meant -- let me --

17 A. Yeah.

18 Q. I'm sorry. The question was vague.

19 A. Yeah.

20 Q. You don't remember any conversation 08:33:26
21 during the meeting, after he made the presentation,
22 with Mr. Levandowski?

23 A. Well, the meeting was -- I mean, the
24 meeting wasn't a discussion between him and me.
25 The meeting was us sort of speaking to the company. 08:33:38

ATTORNEYS' EYES ONLY

1 Q. Did he -- what else did he say when he 08:37:30
2 spoke at the meeting?

3 A. I think that was the majority of it.

4 Q. Do you remember anything else that
5 Mr. Haslam said when he spoke at the meeting? 08:37:40

6 A. I do not.

7 Q. What about Ms. Padilla?

8 A. Ms. Padilla, she spoke about our
9 confidence that we had built this technology from
10 the ground up, and spoke about, sort of at a high 08:38:01
11 level, sort of the kind of processes we go through
12 to make sure that the technology we build is -- is
13 ours.

14 Q. And what processes did she talk about?

15 A. She didn't go into the process -- any 08:38:21
16 processes in detail, but, you know, just our
17 values, you know, and the things we do, just at a
18 high level, to make sure that we built things the
19 right way.

20 Q. And what things did -- did that -- that 08:38:37
21 Uber does --

22 A. Yeah.

23 Q. -- did she mention?

24 A. I don't remember specifically what those
25 were that she mentioned. 08:38:45

ATTORNEYS' EYES ONLY

1	Q.	Okay.	08:47:29
2	A.	So --	
3	Q.	Which meeting was that?	
4	A.	That was the meeting that had Cameron and	
5	Nina and Anthony, and possibly others, I just can't	08:47:37	
6	remember. And this is the meeting we spoke to		
7	earlier -- that I spoke to earlier.		
8	Q.	Okay. So this is the meeting about the	
9	five discs or that -- in which the five discs came		
10	up?	08:47:54	
11	A.	Well, I -- I'm not sure how many discs,	
12	but it was something like that, yes.		
13	Q.	Okay. And why were you having that	
14	meeting?		
15	A.	Okay. We were having that meeting	08:48:06
16	because -- well, I don't remember the exact, like,		
17	calendar request or purpose, but we were getting		
18	through a deal process and we wanted to sort of get		
19	to the -- see if we can get to closure on the deal.		
20	Q.	Did someone at the meeting ask	08:48:28
21	Mr. Levandowski whether or not he had any Google		
22	documents?		
23	A.	I don't remember that.	
24	Q.	Do you remember whether he volunteered it	
25	or whether it was in response to a question?	08:48:38	

ATTORNEYS' EYES ONLY

1	A. I don't remember specifically.	08:48:44
2	Q. Was anything else discussed at the	
3	meeting?	
4	A. I think so, yes.	
5	Q. Can you tell me what you remember.	08:48:50
6	A. I don't remember much of it.	
7	Q. Do you remember anything, though?	
8	A. Not really.	
9	Q. Okay. So the answer is no?	
10	A. The answer is not really.	08:49:02
11	Q. But you don't remember -- you can't	
12	identify for me anything else that occurred in the	
13	meeting, correct?	
14	MS. DUNN: Objection to form.	
15	THE DEPONENT: I'm trying to think if	08:49:13
16	there's anything. I mean, other than generally	
17	just talking about the deal and getting the deal to	
18	closure, I -- I don't have more specifics on that.	
19	Q. (By Mr. Verhoeven) Okay. Did you have	
20	another meeting during the March/April time frame	08:49:36
21	on the subject of Levandowski and Google or Waymo	
22	documents?	
23	A. I had at least a couple meetings with my	
24	general counsel about diligence, generally.	
25	Q. Was the subject of Google documents	08:50:03

ATTORNEYS' EYES ONLY

1 discussed during those meetings? 08:50:06

2 MS. DUNN: Objection. The content of

3 those meetings would be privileged.

4 You're instructed not to answer.

5 Q. (By Mr. Verhoeven) And when you say 08:50:17

6 "general counsel," who was that at the time?

7 A. Salle Yoo.

8 Q. Was the subject of diligence concerning

9 Mr. Levandowski discussed at this meeting?

10 MS. DUNN: Objection. Content of the 08:50:38

11 meeting and discussions is privileged.

12 You're instructed not to answer.

13 Q. (By Mr. Verhoeven) There was a couple of

14 meetings, correct?

15 A. I remember -- I remember a couple. Like 08:50:49

16 it -- it's -- it feels like it was a couple. I

17 don't know for sure, but something like that.

18 Q. Who was at the first meeting?

19 A. I don't know. I know that our general

20 counsel was. I'm not sure if there were others 08:51:05

21 there or not. I can't remember.

22 Q. Do you remember if there were outside

23 counsel?

24 A. I can't remember. I don't think so.

25 Q. Was anyone from Morrison Foerster there? 08:51:15

ATTORNEYS' EYES ONLY

1 A. I don't know. 08:51:22
2 Q. Was anyone from O'Melveny Myers there?
3 A. I don't know.
4 Q. Same questions for the second meeting.
5 Do you remember who was there? 08:51:30
6 A. No, not specifically.
7 Q. You do remember that general counsel
8 Salle Yoo was there?
9 A. Yes.
10 Q. Was anyone else from Uber there? 08:51:39
11 A. Possibly, but I just -- I just don't
12 remember.
13 Q. Was anyone from Otto there?
14 A. I don't know. I don't think so.
15 Q. Was Mr. Levandowski there? 08:51:51
16 A. I don't think so.
17 Q. And that goes for the -- the first of
18 those two meetings, too?
19 A. Yeah.
20 Q. Did you learn that -- at either of these 08:52:09
21 meetings, did you learn that Mr. Levandowski had
22 taken Google documents when he left?
23 MS. DUNN: Objection. Contents of the
24 meeting would be privileged communications.
25 The witness is instructed not to answer. 08:52:23

ATTORNEYS' EYES ONLY

1 And then you get a very confirma- -- I 09:02:34
2 got a very confirmatory, Absolutely not.

3 And then my second thing is, We are going
4 to make sure that that is the case. We are going
5 to have independent investigators look into this 09:02:44
6 and find out whether that is true. And you need to
7 make sure that that continues to be true.

8 Q. (By Mr. Verhoeven) Okay. Do you
9 remember what you said to him about having
10 independent investigators -- 09:03:02

11 A. No.

12 Q. -- make sure?

13 A. I don't remember the specifics, but we
14 certainly had an investigation that started looking
15 through every server forensically, and started 09:03:15
16 interviewing -- started interviewing, you know,
17 many engineers, dozen of engineers, to verify that
18 they hadn't seen any files, and verify that those
19 files never touched us.

20 Q. Did you direct that specifically to 09:03:33
21 happen?

22 A. Our chief security officer, Joe Sullivan,
23 did.

24 Q. And how do you know that?

25 A. At some point I was told that that was 09:03:42

ATTORNEYS' EYES ONLY

1 going on. 09:03:45

2 Q. By whom?

3 A. I don't remember.

4 Q. You don't remember?

5 A. No. 09:03:48

6 Q. What conversations did you have within
7 Uber about this investigation that you referred to?

8 MS. DUNN: I will just caution the
9 witness to only answer to the extent that it
10 doesn't involve conversations with counsel. 09:04:02

11 THE DEPONENT: Yeah.

12 MR. VERHOEVEN: So just for the record,
13 Counsel, you're instructing the witness not to
14 answer any conversations he had with counsel about
15 the subject of any investigations that were done 09:04:10
16 after the filing of the complaint?

17 MS. DUNN: I am -- I am instructing the
18 witness to answer your question only to the extent
19 that it doesn't involve privileged communications
20 with counsel. That's my instruction. 09:04:21

21 MR. VERHOEVEN: Including conversations
22 on the subject of investigations done after the
23 complaint?

24 MS. DUNN: Charlie, your responsibility
25 is to ask the question. 09:04:29

ATTORNEYS' EYES ONLY

1 Q. Who did you learn -- where did that -- 10:07:24
2 withdrawn. Sorry.

3 That recollection you are talking about,
4 did somebody say something that gave you that
5 recollection or gave you the information that you 10:07:32
6 are recalling?

7 MS. DUNN: Objection to form.

8 THE DEPONENT: I feel like that was part
9 of the conversation, but I can't specifically
10 pinpoint who said what. 10:07:43

11 Q. (By Mr. Verhoeven) What did Levandowski
12 say about whether he had the files or not?

13 A. I don't -- I don't remember.

14 Q. Did it seem strange to you, this story he
15 was telling about wanting to have the files to show 10:08:00
16 this contribution?

17 MS. DUNN: Objection to form.

18 THE DEPONENT: It seemed unfortunate.
19 Whether it was strange or not, I don't know, but it
20 was certainly unfortunate. 10:08:16

21 Q. (By Mr. Verhoeven) Why would -- why
22 would it make sense for an employee to steal
23 corporate files for the purpose of showing that
24 they are entitled to a bonus?

25 MS. DUNN: Objection to form. 10:08:28

ATTORNEYS' EYES ONLY

1 repeat the question. 10:53:20

2 Was there a recommendation made to fire

3 Mr. Levandowski at that point in time?

4 MS. DUNN: Same objection. You are

5 instructed not to answer if you can only answer 10:53:29

6 based on what your conversations were with counsel.

7 THE DEPONENT: I cannot answer that

8 question.

9 Q. (By Mr. Verhoeven) Was the

10 recommendation that you referred to about removing 10:53:39

11 him from LiDAR based on a conversation with

12 attorneys?

13 A. It was based on a bunch of conversations,

14 some of which were with attorneys.

15 Q. Okay. Which ones weren't with attorneys? 10:53:55

16 A. I can't remember specific --

17 specifically. Just knowing that that kind of

18 conversation happened, sometimes with attorneys;

19 sometimes without.

20 Q. Okay. What do you remember about the 10:54:07

21 conversations without attorneys?

22 A. That having him work outside of the area

23 of this specific technology, which was where the

24 complaint was mostly focused, was probably a good

25 idea. 10:54:35

ATTORNEYS' EYES ONLY

1 Q. And what was your understanding of what 10:54:37
2 was the reason for that conversation to occur at
3 that time?

4 MS. DUNN: Form.

5 THE DEPONENT: I don't remember. I don't 10:54:45
6 remember the specifics.

7 Q. (By Mr. Verhoeven) Was there some event
8 that occurred that resulted in this conversation?

9 MS. DUNN: Form.

10 THE DEPONENT: This was before the 10:54:58
11 preliminary injunction order?

12 Q. (By Mr. Verhoeven) Yes, it was before
13 the preliminary injunction.

14 A. So it's just -- look, I mean, there's not
15 a lot of days between the complaint and the PI 10:55:08
16 order. It wasn't a long period of time. So I
17 think we are learning as we go, and we are trying
18 to figure out what is the right thing to do, given
19 the facts we know and what we are learning as we
20 go. 10:55:25

21 Q. Okay. I understand that. But I am just
22 trying to probe your recollection of conversations.

23 And you've testified that you had some
24 conversations about removing from Mr. Levandowski
25 from his work on LiDAR that were with others that 10:55:36